

Bylaws of CrossNet Baptist Network

ARTICLE I. COOPERATING CHURCHES AND MESSENGERS

Section 1.1 Reception into Fellowship. The corporation, sometimes referred to herein as the Network, shall be composed of messengers, “delegates” in the vocabulary of the Tennessee Nonprofit Corporation Act, from those churches that have been received into the fellowship of the Network. (The Tennessee Nonprofit Corporation Act is herein referred to as “the Act.” Section (§) citations are to the Act.)

Any church desiring to be received into the fellowship of the Network shall forward an application to the Network office at least six months prior to an Annual Homecoming. The church should include a statement of its faith and practice and declare its purpose to cooperate with the Network. The Executive Committee of the Network’s Board of Trustees (“Directors” in the Act’s vocabulary, and hereinafter “the Executive Committee” and “the Board”) shall examine the credentials of the petitioning church and report the application and make any recommendation it deems appropriate to the messengers constituting the Annual Homecoming. Upon the affirmative vote of three fourths of the messengers present and voting, the church shall be accepted into the fellowship and its messengers seated.

A church may withdraw from the fellowship of the Network simply by giving written notice to the Network.

Section 1.2 Discipline. The Network may withdraw fellowship from a church by the affirmative vote of three fourths of the messengers present and voting at an Annual Homecoming or any special meeting of the messengers.

Section 1.3 List of Churches In Fellowship. The Director of Missions shall maintain a list of churches in fellowship, and the name and mailing and email address of the person designated by the church to receive notice of meetings of the Network.

Section 1.4 Messengers. The messenger body shall be the ultimate governing body of the Network. Messengers shall have the rights enumerated in the charter and bylaws. (See especially section 11 of the charter.)

Each church in fellowship shall be entitled to send three messengers to the Annual Homecoming and special meetings of the messengers. Any church with more than fifty members may send one additional messenger for each fifty members above fifty members, provided no church shall be entitled to send more than ten messengers. Each messenger shall be an adult member in good standing with the church sending him or her as a messenger. Messengers shall not be instructed as to their voting by the church which selected them.

ARTICLE II. MEETINGS OF MESSENGERS

Section 2.1. Annual Homecoming. An annual meeting of messengers, the “Annual Homecoming,” shall be held on such date and at such place and time as determined by the messengers. At the Annual Homecoming, messengers shall, among other things; determine any issues as to the seating of messengers and the presence of a quorum; elect those officers the bylaws require to be elected by the messengers; elect trustees; confirm the Network’s ministry and program emphases for the coming year; adopt a budget; determine the date, time and place of the next Annual Homecoming.

Section 2.2. Special Meetings. A special meeting of messengers may be held on such date and at such place and time as determined by the Board. Only matters described in the notice of the meeting may be considered.

Section 2.3 Notice of Meetings. The Board shall cause notice of any meeting, annual or special, of messengers to be sent to the churches in fellowship with the Network by mail or by email at least thirty days prior to the meeting.

If a meeting of the messengers is to consider amendment of the Network’s charter or bylaws, approve the incurrence of indebtedness, merger, the purchase or sale of any real property, admission of churches into fellowship or the withdrawal of fellowship from churches, or dissolution, written notice of the meeting shall state that the purpose, or one of the purposes of the meeting is to consider acting on the matter, and contain or be accompanied by a copy or summary of any charter and/or bylaw amendment or state the general nature of the amendment.

Section 2.4 Guests at Meetings. Persons who are not messengers may normally attend the meetings of messengers, but they may not participate in the business sessions unless they are officers, trustees, members of committees, employees or advisors.

Section 2.5 Parliamentary Authority. If a messenger requests, and a majority of the messengers present and voting agree, a meeting shall be conducted pursuant to *Robert’s Rules of Order*.

Section 2.6 Quorum and Voting. A quorum shall exist if, at the time the Annual Homecoming meeting or a special meeting of the messengers convenes, a messenger is present from at least twenty percent of the churches in fellowship with the Network. Each messenger who is present at the time a vote is taken is entitled to one vote on each matter voted upon by the messengers. Except in those instances the charter, bylaws, or *Robert’s Rules of Order* (if the meeting is conducted pursuant to *Robert’s*; See section 2.5) require a greater majority, action shall be taken by the messengers upon a simple majority of the votes cast.

ARTICLE III. BOARD OF TRUSTEES

Section 3.1 General Powers. In the interim between meetings of the messengers, and when action is required on matters the Board deems not important enough to call a special meeting of the messengers, the business and affairs of the corporation shall be supervised by the Board,

which shall exercise in the name of and on behalf of the corporation the rights and privileges legally exercisable by the Network as a corporate entity, except as may otherwise be reserved by, the charter or these bylaws to be exercised exclusively by the messengers.

Section 3.2 Number and Appointment. The Board shall consist of not less than three and not more than seventeen trustees. The trustees shall be elected by the messengers at the Annual Homecoming after receiving nominations from the Board. Other nominations may be submitted by individual messengers only if written notice has been received by the Clerk fifteen days before the meeting that the nomination will be made.

Section 3.3 Tenure. The term of office of a trustee shall be three years unless the trustee is appointed to serve the remainder of the term of his or her predecessor in office. A trustee's term shall commence upon the adjournment of the Annual Homecoming during which the trustee was appointed. It shall end upon the adjournment of the annual meeting three years following and the appointment of the trustee's successor. The goal shall be to divide the appointed trustees into three groups as nearly equal as possible so that the terms of approximately one third of the appointed trustees expire each year.

A trustee may serve up to three successive terms and shall not be eligible for election to a new term until having been out of office for one year. A trustee completing an unexpired term of less than eighteen months shall be eligible for three full terms with no waiting period.

Section 3.4 Qualifications. All trustees must be resident members of churches in fellowship with the Network.

No person shall be nominated to serve as a trustee unless the person has agreed that he or she will, if elected, covenant to serve in accordance with, and not contrary to the *Baptist Faith and Message 2000*.

No person shall be eligible for election as trustee if such election would result in more than two members of the same church serving on the Board at the same time.

Section 3.5 Disqualification and Removal. Any trustee who ceases to be a resident member of a church in fellowship with the Network, shall be deemed to have resigned, that is, shall be removed from office.

The messengers may, by a two-thirds vote of the messengers present and voting in a meeting, declare the office of an individual trustee vacant, that is, remove the trustee.

Section 3.6 Trustee Emeritus. The messengers may from time to time elect trustees who have served the Network with distinction to the position of trustee emeritus. Trustee emeriti shall be invited to attend meetings of the Board and to contribute to discussion of matters before the Board, but they shall not have any of the other rights or duties of a trustee. They shall serve at the pleasure of the Board.

Section 3.7 Regular and Special Meetings of the Board. The annual meeting of the Board shall be held on a date, and at a time and place determined by the Board which shall be immediately following the Annual Homecoming. At this meeting, in addition to the transaction of other business, the chair and vice chair of the Board shall be elected. Other regular meetings of the Board shall be on the date and at the time and place, as the Board shall set.

Section 3.8 Special Meetings and Notices. Special meetings of the Board may be called by the chairman of the Board or by the Executive Committee upon five days written notice to each trustee of the date, time and place, and the purpose of the meeting.

Notices shall be by electronic mail (email), or written notice delivered personally or by mail to each trustee at his or her business or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by electronic mail (email), such notice shall be deemed to be delivered when said communication is delivered. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.9 Quorum and Participation in a Meeting. A majority of the total number of trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. Promptly after each meeting of the Board, each trustee shall be furnished a copy of the minutes of the meeting. *Robert's Rules of Order* shall govern the interpretation of parliamentary matters at a meeting of the Board if requested by a trustee, and a majority of the trustees present and voting concur.

Section 3.10 Manner of Acting at a Meeting. Each trustee shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board. The act of a majority of the trustees present and who vote at a meeting at which a quorum is present shall be the act of the Board, except as may otherwise be specifically provided by law, by the charter, or by these bylaws. Members of the Board absent from any meeting shall not be permitted to vote at such meeting by written proxies.

Section 3.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting by the Board, or by any committee thereof, may be taken without a meeting if all voting members of the Board or committee, as the case may be, consent in writing to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the numbers of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members. The action must be evidenced by one or more written consents describing the action taken, signed in one or more counterparts by each member entitled to vote on the action, indicating each signing member's

vote or abstention on the action taken. All such written consents and action shall be filed with the minutes of the proceedings of the Board or committee. A consent signed under this section shall have the same force and effect as a meeting vote of the Board, or any committee thereof, and may be described as such in any document.

Section 3.12 Presumption of Assent. A trustee who is present at a meeting of the Board at which action on any corporation matter is taken shall be presumed to have assented to the action taken, unless his or her abstention or dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

ARTICLE IV. OFFICERS

Section 4.1 Identification of Officers. The officers of the Network shall be the chair, and vice chair of the Board, the director of missions (president), moderator, vice moderator, clerk (secretary), treasurer, and historian. The chair and vice chair shall be trustees and not employees. The director of missions and clerk shall be employees and not trustees. The moderator and vice moderator shall be neither trustees nor employees. The messengers may also create such other officers and assistant officers as the messengers deem necessary or appropriate.

Section 4.2. Election, Terms of Office, and Responsibilities of the Chair and Vice Chair of the Board. At its first meeting after the Annual Homecoming meeting of the messengers, the Board shall elect a chair and vice chair of the Board from among the members of the Board. The term of office shall be one year or until his or her earlier death, resignation or removal from office by the Board, and his or her successor is elected by the Board. The chair shall, when present, preside at all meetings of the Board and the Executive Committee. The chair shall, unless the messengers choose to do so, appoint committee chairs and vice chairs and determine the composition of all committees with the exception of the Executive Committee. The chair shall serve as spokesperson for the Board. The chair shall discharge the duties of office in consultation with the director of missions. The chair shall serve as chair of the Executive Committee, *ex officio* member of all standing committees, and have other duties as the Board may prescribe from time to time.

In the absence of the chair, the vice chair shall perform the duties of the office of the chair. He or she shall serve as vice chair of the Executive Committee. He or she shall have other powers and duties as the Board may from time to time prescribe.

Section 4.3 Election, Term of Office, Authority, and Responsibilities of the Director of Missions. The Board shall nominate the director of missions to the messengers and the messengers shall either elect or reject the nominee. Election shall require the affirmative vote of two thirds of the messengers present and voting. Upon election, the director of missions shall become an employee of the Network. The director of missions shall serve an indefinite term and his office and employment shall be at the pleasure of the messengers. The director of missions' compensation,

and conditions of employment shall be determined by the Board following the receipt of recommendations from the Executive Committee.

The director of missions shall fill the statutorily required office of president, serve as the chief executive officer, recommend the employment and termination of employment of all employees to the Board or the Executive Committee.

The director of missions shall be the chief advisor to and executive agent of the Board and the Executive Committee. The director of missions shall recommend and implement Board policies, keeping the Board and Executive Committee informed on appropriate matters, consulting with the Board and Executive Committee in a timely fashion on matters appropriate to policy-making and fiduciary functions, and serving as the key spokesperson for the Network. The director of missions shall have the authority to execute all documents on behalf of the Network and shall serve as an *ex officio* but non-voting member of all committees.

Section 4.4 Election, Term of Office, Authority, and Responsibilities of the Moderator and Vice Moderator. The moderator and vice moderator shall be elected by the messengers at the Annual Homecoming for a term of office of one year. The Board may offer a nomination for each office and nominations may be made by the messengers. The moderator shall preside at meetings of the messengers. The vice moderator shall preside in the absence of the moderator.

Section 4.5 Appointment Term, Authority, and Responsibilities of the Clerk. The clerk shall be the ministry assistant selected by the director of missions for employment and approved by the Board or the Executive Committee as ministry assistant. The clerk's employment and office shall be at the pleasure of the Executive Committee. The clerk shall fill the Act's required office of secretary and be authorized to authenticate the records of the corporation.

The clerk shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the corporation and see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the corporation under its seal; keep a register of the post office address of each member of the Board, which address shall be furnished to the secretary by each trustee; and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the president or by the Board. The secretary shall prepare minutes of the meetings of the Board and of the Executive Committee, and authenticate the records of the corporation.

Section 4.6 Election, Term of Office, Authority, and Responsibilities of the Treasurer. The treasurer shall be elected by the Board from among its members. The term of office shall coincide with the term of the elected trustee as a trustee. The treasurer shall be the chief financial officer of the corporation. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Church from any source whatsoever, and deposit all such monies in the name of the Association in such banks or other depositories as shall be directed by the Board. The treasurer shall in general perform all the duties incident to the office of treasurer and such other duties as may be prescribed

by the Board.

Section 4.7 Election, Term of Office, and Responsibilities of the Historian. The historian shall be elected by the messengers at the Annual Homecoming for a term of office of one year. The Board may offer a nomination for the office and nominations may be made by the messengers. The historian shall keep an accurate record of Associational events for historical purposes.

Section 4.8 Other Officers. The messengers may also create such other officers and assistant officers as the messengers deem necessary or appropriate. The same individual may simultaneously hold more than one office, except the offices of president and secretary.

Section 4.9 Officer Resignation and Removal. An officer may resign at any time by giving written notice to the clerk. An officer may be removed by the messengers or, in the case of the clerk, by the Board.

ARTICLE V. STANDARDS OF CONDUCT

5.1 Good Faith Duty. An officer and a trustee shall discharge all duties (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the officer or trustee reasonably believes to be in the best interests of the corporation.

5.2 Reliance. In discharging such duties, an officer and trustee is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) One or more officers or employees of the corporation whom the officer or trustee reasonably believes to be reliable and competent in the matters presented; (2) Legal counsel, public accountants, or other persons as to matters the officer or trustees reasonably believes are within the person's professional or expert competence; or (3) A committee of which the trustee or officer is not a member, as to matters within its jurisdiction, if the trustee or officer reasonably believes the committee merits confidence.

A trustee may rely on one or more volunteers of the corporation, and upon religious authorities, religious leaders or other persons whose positions or duties the trustee reasonably believes, justify reliance and confidence and whom the trustee reasonably believes to be reliable and competent in the matters presented.

An officer or trustee is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this section unwarranted.

Section 5.3 Trustee's Duty to Disclose. In discharging Board or committee duties, a trustee must disclose, or cause to be disclosed, to other Board or committee members information not already known by the other Board or committee members but known to the trustee to be material to the discharge of their decision-making or oversight functions, except that disclosure is not required to the extent that the trustee reasonably believes that doing so would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

Section 5.4 Officer's Duty to Inform. The duty of an officer includes the obligation to inform: (1) The superior officer to whom, or the Board or the committee thereof to which, the officer reports, of information about the affairs of the corporation known to the officer, within the scope of the officer's functions and known to the officer to be material to the superior officer, Board or committee; and (2) the officer's superior officer, or another appropriate person within the corporation, or the Board, or a committee thereof, of any action or probable material violation of law involving the corporation or material breach of duty to the corporation by an officer, employee, or agent of the corporation, that the officer believes has occurred or is likely to occur.

Section 5.5 Liability. An officer is not liable for any action taken as an officer or any failure to take any action, if the officer performed the duties of office in compliance with this Article. A trustee is not liable for any action taken as a trustee or any failure to take action, if the trustee performed the duties of the office in compliance with this Article, or if the trustee is immune from suit under §48-58-601 of the Act.

ARTICLE VI. CONFLICTS OF INTEREST

Section 6.1 Definition and Handling. A trustee's or officer's conflicting interest transaction is a transaction effected or proposed to be effected by the corporation (or an entity controlled by the corporation):

- a) To which, at the relevant time, the trustee or officer is a party;
- b) Respecting which, at the relevant time, the trustee or officer had knowledge and a material financial interest known to the trustee or officer; or
- c) Respecting which, at the relevant time, the trustee or officer knew that a related person was a party or had a material financial interest.

"Material financial interest" means a financial interest in a transaction that would reasonably be expected to impair the objectivity of the trustee's or officer's judgment when participating in action on the authorization of the transaction.

The Board and the trustee(s) or officer(s) with the conflict of interest shall handle such matters in conformity with the relevant provisions of the Act, including, but not limited to Part 7 of T.C.A. §48-58, and with the advice of legal counsel as deemed prudent.

ARTICLE VII. COMMITTEES

Section 7.1 Committees of the Board. The Board may create Committees of the Board to whom the Board delegates its authority to exercise specified powers of the Board. However, no committee may, by virtue of the Act's prohibitions: (1) Authorize distributions; (2) Approve or recommend to the messengers, dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; (3) Elect, appoint or remove trustees or fill vacancies on the Board or any Committee of the Board; (4) Adopt, amend or repeal the charter or bylaws.

The creation of Committees of the Board and appointment of members to it must be approved by a majority of all the trustees in office when the action is taken. The bylaws' provisions which govern

meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board apply to Committees of the Board and their members as well.

Committees of the Board shall serve at the pleasure of the Board.

Section 7.2 The Executive Committee. The Executive Committee shall be a Committee of the Board. It shall consist of (a) the chair of the Board who shall serve as chair of the Executive Committee (b) the vice-chair of the Board who shall serve as vice-chair of the Executive Committee, (c) the chairs of standing committees and (d) if that number of members totals fewer than seven, then the number of trustees which will cause the Executive Committee to be composed of a total of seven shall be elected by the Board at its first meeting after the Annual Homecoming meeting of the messengers for terms of one year.

The purpose of the Executive Committee is two-fold: to conserve time, it shall serve as the Board's agent in helping the president address routine business between regular Board meetings; and it shall assist the Board chair and the president in their joint responsibility to help the Board function effectively and efficiently by suggesting Board meeting agenda items.

The Executive Committee shall have authority to act for the Board on all matters except for those recited in section 7.1, and those reserved by the charter and bylaws to be acted upon exclusively by the Board. In addition to its authority to take action in regard to emergency matters that cannot or should not be deferred to the next scheduled meeting of the Board or that do not justify the calling of a special meeting of the Board, the Executive Committee shall oversee the work of standing committees. It shall periodically assess the performance of the director of missions and of the clerk and recommend to the Board compensation and conditions of employment of these two officers.

Section 7.3 Other Committees, Not "Of the Board." The Board shall establish such standing and *ad hoc* committees as it deems appropriate to discharge its responsibilities. Each committee shall have a written statement of purpose, and composition of its membership and term of office, and such rules of procedure and policy guidelines that it, or the Board, as appropriate, shall approve. Such statements shall be reviewed annually by each committee.

The chair of the Board shall have the responsibility of appointing the chairs, vice chairs and members of standing and *ad hoc* committees except the Executive Committee, unless the Board chooses to do so. All these committees shall have a chair, vice chair, secretary, and a majority of their membership who are trustees.

ARTICLE VIII. INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 8.1 Mandatory Indemnification of Trustees. To the maximum extent permitted by the provisions of T.C.A. § 48-58-501 *et seq.* of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this section which occur subsequent to the effective date of such amendment), the corporation shall indemnify and advance

expenses to any person who is or was a trustee or officer of the corporation, or to such person's heirs, executors and administrators, for the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is, or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines (including any excess tax assessed with respect to an employee benefit plan), judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(a) The Proceeding was instituted by reason of the fact that such person is or was a trustee or officer of the corporation; and

(b) The trustee or officer conducted himself or herself in good faith, and he or she reasonably believed; (i) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The conduct of a trustee or officer with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interest of the participants in, and beneficiaries of, the plan, shall be conduct that satisfies the requirements that such person's conduct was at least not opposed to the best interest of the corporation. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the trustee or officer did not meet the standard of conduct herein described.

Section 8.2 Permissive Indemnification of Employees and Agents. The corporation may, to the maximum extent permitted by the provisions of T.C.A. §§ 48-58-501 *et seq.* of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the corporation, or to such person's heirs, executors and administrators, to the same extent as set forth in subsection 8.1(b) above. The corporation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the corporation to the extent, consistent with public policy, as may be provided by the charter, by these bylaws, by contract, or by general or specific action of the Board.

Section 8.3 Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in 8.1 and 8.2 above are contractual between the corporation and the person being indemnified, and his or her heirs, executors and administrators, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the charter, these bylaws, a resolution of the Board, by the purchase and maintenance by the corporation of insurance on behalf of a trustee, officer, employee or agent of the corporation, or by an agreement with the corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby

specifically authorized. The rights of indemnification and advancement of expenses set forth in this Article shall also apply, as appropriate, to any person who was an officer, trustee, employee or agent, or to such person's heirs, executors and administrators, of any association, corporation, partnership or trust which was a predecessor to this corporation, and to any officer, trustee, employee or agent of the corporation, or such person's heirs, executors and administrators, who served in any capacity for another association, corporation, partnership or trust at the request of this corporation.

Section 8.4 Non-Limiting Application. The provisions of this Article VI shall not limit the power of the corporation to pay or reimburse expenses incurred by a trustee, officer, employee or agent of the corporation in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 8.5 Prohibited Indemnification. Notwithstanding any other provisions of this Article, the corporation shall not indemnify or advance expenses to or on behalf of any trustee, officer, employee or agent of the corporation, or such person's heirs, executors, or administrators:

(1) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under T.C.A. §4-58-302 of the Act; or

(2) In connection with a Proceeding by or in the right of the corporation in which such person was adjudged liable to the corporation; or

(3) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 8.6 Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE IX. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 9.1 Contracts and Employment of Agents. The Board may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the corporation; and such authority may be general or confined to specific instances. The Board is specifically authorized to enter into such agreements as, in its discretion, it may deem necessary or desirable, with qualified individuals, institutions or agencies, to act as custodians or investment managers of the corporation's funds; to write annuity contracts, trust agreements and other financial plans; and to perform such other financial tasks related to the management of the assets of the corporation as the Board may from time to time deem necessary or appropriate. Furthermore, the Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, causationists, experts, and other counsel, legal, investment or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by such individuals or entities.

Section 9.2 Loans. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 9.3 Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner, as shall from time to time be determined by resolution of the Board.

Section 9.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

ARTICLE X. EXEMPT STATUS

The corporation has been organized and will be operated exclusively for exempt purposes within the meaning of I.R.C. §501(c)(3) and, as such, will be exempt from taxation under §501(a). Any provision of these bylaws or of the charter which would in any manner adversely affect the corporation's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable requirements for the maintenance of the corporation's tax exempt status.

ARTICLE XI. AMENDMENTS

These bylaws may be amended at any time upon the affirmative vote of two-thirds of the votes cast by messengers present in person at any annual or regular meeting of the messengers or any special meeting of the messengers called for that purpose, provided the quorum requirements have been satisfied and notice was given to the messengers of the proposed meeting in writing no fewer than thirty days nor more than two months before the meeting date by way of written notice to the cooperating churches. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.